FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076 Expires: December 31, 1996 Estimated average burden hours per response....16.00

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		O ULOE
Q Amendment		
A. BASIC IDENTIFICATION	DATA	
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(Number and Street, City, State, Zip NW, Ste.410, Canton,Ohio 4471	Code) Telephone Number 8-2553 (330) 493	r (Including Area Code) -0440
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⊠ limited partnership, to be formed	To ania, Overta above	THOMSON
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	A. BASIC IDENTIFICATION ed about the issuer is is an amendment and name has changed, and roleum Corporation (Number and Street, City, State, Zip e NW, Ste. 410, Canton, Ohio 4471 berations (Number and Street, City, State, Zip et al.) co drill and operate 5 to 35 oi	A. BASIC IDENTIFICATION DATA ed about the issuer is is an amendment and name has changed, and indicate change.) roleum Corporation (Number and Street, City, State, Zip Code) Telephone Number and Number and Street, City, State, Zip Code) Telephone Number and Street, City, State, Zip Code) To drill and operate 5 to 35 oil and gas wells.

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B, Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past rive years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: D Executive Officer Director ☐ Promoter Beneficial Owner 图 General and or Managing Partner Full Name (Last name first, if individual) Alliance Petroleum Corporation Business of Residence Address (Number and Street, City, State, Zip Code) 4150 Belden Village Ave NW, Ste. 410, Canton, Ohio 44718-2553 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Miller, John W. Business or Residence Address. (Number and Street, City, State, Zip Code) 4150 Belden Village Ave. NW, Ste. 410, Canton, Ohio 44718-2553 Check Box(es) that Apply: | Promoter | | ☐ Beneficial Owner ☐ Executive Officer ☐ General and, or El Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address. (Number and Street, City, State, Zip Codé) ☐ Executive Officer ☐ Director □ General and for Check Box(es) that Apply: ☐ Beneficial Owner Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

Full Name (Last name first, if individual)

Business or Residence Address

					B. INFOR	MATION	ABOUT (FFERIN	G .			
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3. D	oes the off	ering per	mit joint o	wnership (of a single	unit?						Yes ·· X
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Full Nam	e (Last nai	ne first,	if individua	ıl)	•				<i>:</i>			
-Sa	nford,	Richar	d B.									
•	-		ss (Number			•						-
14	511 Fal	ling C	reek Dr	., #202	, Houst	ton, TX	77014		٠.	•		
Name of	Associated	Broker o	r Dealer	•			•			,		
· VS	R Finan	cial S	ervices	. Inc.	,	•		•	•		·	•
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ull Name	(Last nam	e first, if	individual	$\frac{1}{2}$								
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usińcks or	Résidence	Address	(Number a	and Street,	City, Sta	te, Zip Co	ode)					•
409	9 River	Ave.,	Glendi	ve, MT	59330			,				•
ame of A	ssociated E	Broker or	Dealer								· .	
VS!	R Finan	cial S	ervices	, Inc.								•
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B. INFORMATION ABOUT OFFERING		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	N.
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	έſ	
	Yes	No
3. Does the offering permit joint ownership of a single unit?		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any consistence of sign or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a part to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or salist the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a boar dealer, you may set forth the information for that broker or dealer only	erson itales,	
Full Name (Last name first, if individual)		
Ellingson, Mark J.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
702 Liberty St., Pella, IA 50219	•	
Name of Associated Broker or Dealer		- -:
VSR Financial Services, Inc.	•	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	All S	·
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Full Name (Last name first, if individual)	,	
Van Patter, Dennis		
Business or Residence Address (Number and Street, City; State, Zip Code)		
6101 Windcom Ct., Ste. 600, Plano, TX 75093		
Name of Associated Broker or Dealer		
VSR Financial Services, Inc.		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	111 6.	neni:
(Check "All States" or check individual States)	. TAII St] [ID]	
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Full Name (Last name first, if individual)		
Flake, A. Ken		
Business or Residence Address (Number and Street, City, State, Zip Code)		
4606 FM 1960 W, Ste. 400, Houston, TX 77069	·	
Name of Associated Broker or Dealer		
VSR Financial Services, Inc.	•	
states in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
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B. INFORMATION ABOUT OFFERING	
Yes 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	, ,
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	:
Yes 3. Does the offering permit joint ownership of a single unit?	N
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Doroff, Mark S.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
899 Skokie Blvd, Ste. 306, Northbrook, IL 60062	
Name of Associated Broker or Dealer	
VSR Financial Services, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	11:
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Full Name (Last name first, if individual). Embery, William N.	
Business or Residence Address (Number and Street, City: State, Zip Code)	
6210 W 58th St. Mission, KS 66202	,
Name of Associated Broker or Dealer VSR Financial Services	T.:
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers.	,
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ull Name (Last name first, if individual)	<u></u>
Lovercheck, Daniel B.	,
usiness or Residence Address (Number and Street, City, State, Zip Code) 2855 Si 70th St, Ste. 201, Lincoln, NE 68506	
ame of Associated Broker or Dealer	,
VSR Financial Services	. • .
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B. INFORMATION ABOUT OFFERING	
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I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
Answer also in Appendix, Column 2, if filing under ULÖE.	• :
2. What is the minimum investment that will be accepted from any individual?	
3. Does the offering permit joint ownership of a single unit?	š N
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	1
Full Name (Last name first, if individual)	· .
McCourt, Daniel	
Business or Residence Address (Number and Street, City, State, Zip Code)	:
9111 Soquel Dr., Aptos, Ca 95003	
Name of Associated Broker or Dealer	
Foothill Securities, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	State
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID [ID] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WY] [WY] [PR	
Full Name (Last name first, if individual).	
Bodensteiner, Thomas W.	, • • <u>• •</u>
Business or Residence Address (Number and Street, City; State, Zip Code)	
9 Plaza Drive, Clear Lake, IA 50428	· <u>;</u>
Name of Associated Broker or Dealer	
VSR Financial Services	· ·
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	States
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ull Name (Last name first, if individual)	
Harrell, Rob	
usiness or Résidence Address (Number and Street, City, State, Zip Code)	
615 Menlo Ave., Menlo Park, CA 94025	
ame of Associated Broker or Dealer	
American Investors Co.	
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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B. INFORMATION ABOUT OFFERING	
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Answer also in Appendix, Column 2, if filing under ULÖE.	
2. What is the minimum investment that will be accepted from any individual?	<u> 5</u>
3. Does the offering permit joint ownership of a single unit?	Yes N
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states; list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only:	
Full Name (Last name first, if individual)	
Drescher, Paul B.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
2805 Porter St., Soquel, CA 95073	
Name of Associated Broker or Dealer	
Foothill Securities, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	حيثنان محتب
(Check "All States" or check individual States)	All State
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Full Name (Last name first, if individual).	
Pilsl, James J.	
Business or Residence Address (Number and Street, City, State, Zip Code) 13937 S. Kaw, Olathe, KS 66062	
Name of Associated Broker of Dealer VSR Financial Services	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual)	<i>:</i>
Glaza, Jeannette	
Business or Résidence Address (Number and Street, City, State, Zip Code)	
15435 Gleneagle Dr., Ste. 210, Colorado Springs, CO 80921	
Name of Associated Broker or Dealer	
VSR Financial Services	
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers	• • • • • • • • • • • • • • • • • • • •
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	Yes N
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
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Full Name (Last name first, if individual)	
Parsons, Rick	
Business or Residence Address (Number and Street, City, State, Zip Code)	
15435 Gleneagle Dr Ste. 210, Colorado Springs, CO 80921	
Name of Associated Broker or Dealer	
VSR Financial Services, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual)	
Kenny, Jack	
Business or Residence Address (Number and Street, City: State, Zip Code)	
24121 Wine Country Court, Sonoma, CA 95476	
Name of Associated Broker or Dealer	
American Investors Company	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual)	
Waldheim, Bob	
Business or Résidence Address (Number and Street, City, State, Zip Code)	
3769 Peralta Blvd, Ste. K, Fremont, CA 94536	
Name of Associated Broker or Dealer	• • • • • • • • • • • • • • • • • • • •
American Investors Company	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	:
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B. INFORMATION ABOUT OFFERING

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B. INFORMATION ABOUT OFFERING	
Yes. 1. Has the usuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	N
Answer also in Appendix, Column 2, if filing under ULÖE.	
2. What is the minimum investment that will be accepted from any individual?	: ' -
Yes 3. Does the offering permit joint ownership of a single unit?	N
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only:	•
Full Name (Last name first, if individual)	
Ellis, Gregory M	- '
Business or Residence Address (Number and Street, City, State, Zip Code)	. <u>-</u>
6120 Perkins Rd, Ste. 101, Baton Rouge, LA 70808	
Name of Associated Broker or Dealer	
VSR Financial Services, Inc.	-
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	: ·
(Check "All States" or check individual States)	115
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	
$\frac{1}{2} \left[\begin{array}{cccccccccccccccccccccccccccccccccccc$	
Full Name (Last name first, if individual)	· .
Cavin, Thomas F.	
Business or Residence Address (Number and Street, City; State, Zip Code)	:
2805 Porter St., Soquel, CA 95073	- ,
Name of Associated Broker or Dealer	
Foothill Securities, Inc.	٠
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	٠.
(Check "All States" or check individual States)	te:
[AL] [AK] [AZ] [AR] ([CA]) [CO] [CT] [DE] [DC] [FE] [GA] [HI] [ID] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MI] [MN] [MS] [MO]	
[MT] [NE]: [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	
[RI] [SC] [SD] [TN] [TX] [UT] [YT] [VA] [WAP [WV] [WI] [WY] [PR]	:
Full Name (Last name first, if individual)	
Kaelker, Dieter	
Business or Residence Address (Number and Street, City, State; Zip Code)	
PO Box 1236, Coarsegold, CA 93614	
Name of Associated Broker or Dealer	: ,
Foothill Securities, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States).	es
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	,

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3 of 8

I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	es N
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	
3. Does the offering permit joint ownership of a single unit?	25 140
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only:	
Full Name (Last name first, if individual)	• .
Knoblich, Paul	
Business or Residence Address (Number and Street, City, State, Zip Code)	
PO Box 2040, Castro Valley, CA 94546	
Name of Associated Broker or Dealer Foothill Securities, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	بدينها والمدود
(Check "All States" ör check individual States)	i. I State:
[AL] [AK] [AZ] [AR] (CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PACE [NT] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PS	
Full Name (Last name first, if individual)	
Houston, A.J. Business or Residence Address (Number and Street, City; State, Zip Code)	 }
467 Alvarado, Ste. 13, Monterey, CA 93940	
Name of Associated Broker or Dealer	
American Investors Company	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	States
[AL] [AK] [AZ] [AR] (CA) [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID	4.
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC)]_
[MT]; [NE]: [NV] - [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] - [OR] - [PA - [RI] [SC] [SD] - [TN] [TX] [UT] [VT] [VA] [WA] [WV] - [WI] [WY] - [PR	-
Full Name (Last name first, if individual)	• •
Knight, Joel	·
Business or Résidence Address (Number and Street, City, State, Zip Code)	
467 Alvarado, Ste. 13, Monterey, CA 93940	
Name of Associated Broker or Dealer	
American Investors Company	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	·
(Check "All States" or check individual States)	States
[AL] [AK] [AZ] [AR] (CA) [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID	1.
[IL] [IN] (IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [
[MT] [NE] [NV] [NH] [NJ] [MM] [NY] [NC] (ND] [OK] [OK] [PA	

B. INFORMATION ABOUT OFFERING.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

3 of 8

B. INFORMATION ABOUT OFFERING	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes No
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	5
3) Does the offering permit joint ownership of a single unit?	Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only	
Full Name (Last name first, if individual)	
Shapiro, Martin	
Business or Residence Address (Number and Street, City, State, Zip Code)	
10926 Avenida Playa Veracruz, San Diego, Ca 92124	
Name of Associated Broker or Dealer	
Foothill Securities, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	بالمحتاث والمنتاب
(Check "All States" or check individual States)	All States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]	[ID]; [MO]; [PA]; [PR];
Full Name (Last name first, if individual)	
Bradley, Keith A.	
Business or Residence Address (Number and Street, City; State, Zip Code)	
4606 FM 1960 West, Ste. 400, Houston, TX 77069	
Name of Associated Broker or Dealer	
VSR Financial Services, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
[AL] [AK] [AZ] [AR] [GA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NH] [NY] [NC] [ND] [OH] [OK] [OR]	All States [ID] [MO] [PA] [PR]
Full Name (Last name first, if individual)	
Fields, G. Pete	
Business or Residence Address (Number and Street, City, State, Zip Code)	
10789 Bradford Rd., Ste. 210, Littleton, CO 80127	
Name of Associated Broker or Dealer	
VSR Financial Services, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	:
	All States
	[ID] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]

D. II O O O O O O O O O O O O O O O O O O	
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes No
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	5
	Yes No
3. Does the offering permit joint ownership of a single unit?	
Answer also in Appendix, Column 2, if filing under ULOE 2. What is the internum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with also of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state of securities in the offering. If a person to be listed are associated persons, of such a broker or dealer only. Full Name (Last name first, if individual) Frame, Anne E Business or Residence Address (Number and Street, City, State, Zip Code) 522 Midway Citzle, Brentwood, TN 37027 Name of Associated Broker or Dealer VSR Financial Services Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [CA] [H1] [ID] [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	
Full Name (Last name first, if individual)	
Frame, Anne E	
522 Midway Circle, Brentwood, TN 37027	
Name of Associated Broker or Dealer	
VSR Financial Services Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	عد عيات و سايت
(Check "All States" or check individual States)	All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID I
	MOL
	FN,1
ruit Name (Last name first, if individual)	
Business of Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
	All States
	-
	 .
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	All States
וואון ועכו וייטטן וואין וואן וואן וואן וואן ועכו ואיאון ועכו וואן וואן ועכו וייטטן ווארן ועכו וואן וואן וואן ו	4 15 1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			•
	1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering the check this box (1) and is discuss in the advance to the transaction of the property o		•
	check this box [] and indicate in the columns below the amounts of the securities offered for exchange	:	,
	and already exchanged.	-	
	Type of Security	Aggregate - Offering Price	- Amount Alrea Sold
	Debt	5 + 0 -	5 - 0 -
	Equity	3 - 0 -	5 - 0 -
	□ Common □ Preferred	ŧ	
	Convertible Securities (Including warrants)	<u>s - 0 -</u>	_ s 0 -
	Partnership Interests	-	0 <u>s 3,903,87</u>
	Other (Specify)		_ \$
	Total	5,000,00	$\frac{3,903,87}{}$
	Answer also in Appendix, Column 3, if filing under ULOE.	• •	
2-	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	parameter of the first of the answer is none of Zero.	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors through November 28, 2003	97	3,379,653
	Non-accredited Investors		524,223
	Total (for filings under Rule 504 only)	·	5
	Answer also in Appendix, Column 4, if filing under ULOE.		
1	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Far C - Question 1.		Dallan day
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		2
	Regulation A		2
	Rule 504		
	Total		5
s: T	Furnish a statement of all expenses in connection with the issuance and distribution of the ecurities in this offering. Exclude amounts relating solely to organization expenses of the issuer, he information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		5
	Printing and Engraving Costs		s <u>8.000</u> .
	Legal Fees		2 1.000
٠.	Accounting Fees		s <u>. 150</u>
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately) Other Expenses (identify) Tangible Drilling Costs		1,250,000
	Outer expenses (identify)	45-	, <u> </u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total

	C. OFFERING PRICE, NUMBI	ED OF INVESTOR	S FYDENSES AND	HSF	OF PROCEE	ne	•
	b. Enter the difference between the aggregate of ion 1 and total expenses furnished in response to adjusted gross proceeds to the issuer."	fering price given i Part C - Questio	n response to Part C - n 4.a. This difference	Ques- is the	or Thouse.		3,740,850
	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amoustimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth	unt for any purpo ite. The total of the	se is not known, furn payments listed must	ish an equal	Payments to Officers, Directors, & Affiliates	,	Payments To Others
	Salaries and fees			= s_		_ 🗆 S_	
	Purchase of real estate			X□ s_	30,000	s_	
	Purchase, rental or leasing and installation of	machinery and ed	uipment	□ s_			•
	Construction or leasing of plant buildings and	•					
	Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)	value of securities assets or securities	involved in this s of another			٠	
	Repayment of indebtedness			⊊ s_	·	. 🗆 S_	
	Working capital	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· · · · · · · · · · · · · · · · · · ·	□ s_		. 🗆 s_	
	Other (specify): Intangible well co						
	completion costs.	••					
				□ s_		s	
	Column Totals			x s_	30,000	XD S_1	229,150
	Total Payments Listed (column totals added)				X: s_1		
	· · · · · · · · · · · · · · · · · · ·	D. FEDERAL SIG	NATURE		······································		
ollo	ssuer has duly caused this notice to be signed by ving signature constitutes an undertaking by the is of its staff, the information furnished by the iss	the undersigned dessuer to furnish to	ily authorized person. the U.S. Securities an	d Exch	ange Commis	sion, upo	on written re-
	(Print or Type)	Signature			Date		
A11	iance Petroleum Corporation	John	w. mil	ler	1	2/2/20	003
am	of Signer (Print or Type)	Fitle of Signer (F					
Joh	n W. Miller	Preside	nt				

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

. •	E. STATE SIGNATURE	
	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	No i⊠
	See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the Surden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Alliance Petroleum Corporation	Signature John w. Miller	Date 12/2/2003
Name (Print or Type)	Title (Print or Type)	
John W. Miller	President	
	\	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4 ,			5 -	
	to non- investo	d to sell accredited rs in State B-Item 1)	1		Type of investor and amount purchased in State (Part C-Item 2)			Disqualificatio under State ULC (if yes, attach explanation of waiver granted (Part E-Item1)		
				Number of Accredited		Number of Non-Ancredited	d			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	. No	
AL	ļ								-	
AK	<u> </u>								-	
AZ										
AR						·				
CA	Х		Partnership	34	\$1,434,890	5	\$92,473		Х	
со	Х		Partnership	3	\$75,000				X	
СТ			,							
DE										
DC							,			
FL	Х		Partnership	2	\$175,000				Х	
GA			·							
ні										
ID					-			,		
IL	X		Partnership	1	\$25,000				x	
IN										
ΙA	Х		Partnership	2	\$50,000	2	\$37,000		х	
KS	X	-	Partnership	2	\$66,483	1	\$15,000		Х	
KY						,				
LA	X ·	·	Partnership	5	\$262,500				Х	
ME										
MD	X		Partnership	1	\$25,000					
MA						,	·			
MI									-	
MN	Х		Partnership	1	\$25,000				Х	
MS										
мо	Х		Partnership	4	\$62,500				Х	

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r

1	T	2	3	· ·	>	4		<u> </u>	5	
	to non-	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
				Number of Accredited	[Number of Non-Accredited	i			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
MT	X	-	Partnership	9′	\$205,000	6	\$75,000	·	Х	
NE	X	ļ.	Partnership			4	\$95,000		Х	
ΝV										
NH										
NJ .										
NM										
NY	Х		Partnership	1	\$100,000				X	
NC										
ND							,			
ОН	Х		Partnership	3	\$31,000	3	\$34,500	,	Х	
OK										
OR	Х	I	Partnership	2	\$65,000				X	
PA	. X]	Partnership	2	\$219,780				Х	
RI										
SC			'							
SD										
TN	Х	1	Partnership	1	\$50,000				Х	
TX	Х	F	artnership	23.	\$507,500	9	\$175,250		Х	
UT										
VT						·				
VA										
WA				·		·	·	·		
wv										
WI										
WY										
PR							·			